

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE: RANDALL PROPERTIES, LLC, <u>Debtor.</u>)))))	CHAPTER 11 CASE NO.
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**APPLICATION FOR APPROVAL OF
EMPLOYMENT OF DEBTOR'S ATTORNEY**

COMES NOW Randall Properties, LLC, (hereinafter "Applicant") and respectfully applies for approval to employ attorneys pursuant to 11 U.S.C. § 327 and Bankruptcy Rules 2014 and 5002. The grounds for this Application are:

1.

On March 1, 2010, Applicant filed a petition for relief under Chapter 11 of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (as amended, modified or supplemented, the "Bankruptcy Code"). No Trustee has been appointed. Applicant continues to operate its business and manage its affairs as a debtor-in-possession in accordance with Sections 1107 and 1108 of the Bankruptcy Code.

2.

Applicant wishes to employ the law firm of JONES & WALDEN, LLC ("J&W") as counsel in this Chapter 11 case.

3.

Attorneys of JONES & WALDEN, LLC are admitted to practice before this Court, are familiar with the Applicant's legal and operational problems, have knowledge and experience in bankruptcy practice, and are well qualified to represent Applicant.

4.

During the Chapter 11 case, Applicant will require professional services from attorneys, including:

- (a) Preparation of pleadings and applications;
- (b) Conduct of examination;
- (c) Advising Applicant of its rights, duties and obligations as a debtor-in-possession;
- (d) Consulting with Applicant and representing Applicant with respect to a Chapter 11 plan;
- (e) Performing those legal services incidental and necessary to the day-to-day operations of Applicant's business, including, but not limited to, institution and prosecution of necessary legal proceedings, and general business and corporate legal advice and assistance;
- (f) Taking any and all other action incident to the proper preservation and administration of Applicant's estate and business.

5.

Except as set forth in the attached Affidavit, to the best of Applicant's knowledge: (a) JONES & WALDEN, LLC represents no interests adverse to Applicant in the matters upon which the firm is to be engaged for Applicant; (b) JONES & WALDEN, LLC has had no connection with Applicant, its creditors or any party in interest, or their respective attorneys and accountants, and (c) the firm's appointment will be in the best interest of Applicant and Applicant's Estate.

6.

Applicant desires to employ JONES & WALDEN, LLC at the firm's ordinary rates for comparable work, plus reasonable expenses, subject to review by the Court, during the pendency of this bankruptcy case. The firm has stated present fee rates of \$170.00 to \$300.00 per hour for attorneys and \$90.00 per hour for legal assistants. Rates may be adjusted from time-to-time.

7.

Attached hereto and incorporated herein by reference is the Declaration of an attorney of JONES & WALDEN, LLC offered in support of this Application.

WHEREFORE, Applicant prays that it be authorized to employ JONES & WALDEN, LLC as its attorneys in this Chapter 11 case.

Respectfully submitted this 1st day of March, 2010.

RANDALL PROPERTIES, LLC

/s/ Ross Rogers

Ross Rogers, Managing Member

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IN RE:)	
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)	CASE NO.
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**DECLARATION IN SUPPORT OF DEBTOR'S APPLICATION
FOR APPROVAL OF EMPLOYMENT OF DEBTOR'S ATTORNEY**

Leon S. Jones, swears under penalty of perjury as follows:

1.

I am an attorney in the law firm of Jones & Walden, LLC (the "Firm") and in that capacity I have personal knowledge of, and authority to speak on behalf of, the Firm with respect to the matters set out herein. This Affidavit is offered in support of the Application of the Debtor in the above-styled case to employ the Firm as the Debtor's attorney (the "Application"), and the matters set out herein are true and correct to the best of my knowledge, information and belief.

2.

Neither I nor the Firm have or represent any interest adverse to the Debtor or the Debtor's estate, or have had any connections with the Debtor, the Debtor's creditors, any other party in interest or their respective attorneys or accountants except to any extent disclosed herein. The Firm provided legal services to the Debtor immediately prior to the date of the bankruptcy filing. The Firm has not received any payments from the Debtor, and the Firm is not a creditor of the Debtor.

3.

The Firm has no partners, associates or other professional employees who are related to any Judge of the United States Bankruptcy Court for the Northern District of Georgia.

4.

Neither I nor the Firm have agreed to share any compensation or reimbursement under 11 U.S.C. § 503(b) with any other person except within the Firm pursuant to the partnership agreement of the members of the Firm. The Firm received a retainer in the amount of \$13,500.00. Ross Rogers, the member-manager of the Debtor, paid the retainer to the Law Firm on behalf of the Debtor in the form of a loan to the Debtor for such purpose. The Firm is not a creditor and has not received any other payments from or on behalf of the Debtor except for the \$13,500.00 retainer. The Firm will hold the retainer and will only disburse the retainer in accordance with Court order for payment of fees in accordance with 11 U.S.C. §§ 330 and 331 of the Bankruptcy Code.

5.

I and other attorneys of the firm are duly admitted to practice law in the United States District Court for the Northern District of Georgia, among other United States Courts. We have had substantial experience in practice before the United States Bankruptcy Court for the Northern District of Georgia and before other Bankruptcy Courts.

6.

To the best of the undersigned's knowledge, information and belief, employment of the Firm as attorneys for the Debtor would be appropriate under 11 U.S.C. § 327 and Bankruptcy Rules 2014 and 5002.

I declare under penalty of perjury that to the best of my knowledge the foregoing is true and correct.

Executed on March 11, 2010.

/s/ Leon S. Jones
Leon S. Jones

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the date indicated below I caused a true and correct copy of the within and foregoing application and affidavit by placing same in a properly addressed envelope with adequate postage affixed thereon by placing same in the U.S. Mail upon the following:

United States Trustee's Office
362 Richard B. Russell Federal Bldg
75 Spring Street, SW
Atlanta, GA 30303

This 11th day of March, 2010

JONES & WALDEN, LLC

/s/ Leon S. Jones
By: Leon S. Jones
Georgia Bar No. 003980
Attorney for Debtor
21 Eighth Street, NE
Atlanta, Georgia 30309
(404) 564-9300